

Hearing Date and Time: October 23, 2019 at 10:00 a.m. (Eastern Time)

Response Deadline: September 19, 2019 at 4:00 p.m. (Eastern Time)

**THIS OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	<b>: Chapter 11</b>
	<b>: </b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>: Case No. 18-23538 (RDD)</b>
	<b>: </b>
<b>Debtors.<sup>1</sup></b>	<b>: (Jointly Administered)</b>
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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON DEBTORS' THIRD  
OMNIBUS OBJECTION TO PROOFS OF CLAIM (DUPLICATE CLAIMS)**

**PLEASE TAKE NOTICE** that, on August 20, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors' Third Omnibus Objection to Proofs of Claim (Duplicate Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that the Objection requests that the Bankruptcy Court disallow and expunge, in full or in part, one or more proofs of claim listed on **Exhibit A** annexed to this Notice (the “**Proofs of Claim**” or “**Claims**”), on the ground(s) that such Claim(s) are duplicative of one or more claim(s) asserted against the Debtors in these chapter 11 cases, as identified on **Exhibit A**. **Any Claim that the Bankruptcy Court disallows and expunges will be treated as if it had not been filed and the holder of such Claim will not be entitled to any distribution on account thereof.**

**PLEASE TAKE FURTHER NOTICE** that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed to this Notice as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant does NOT oppose the disallowance and expungement of its applicable Claim(s), then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant DOES oppose the disallowance and expungement of its applicable Claim(s), then Claimant **MUST** file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 19, 2019, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant's Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant's designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on Claimant's behalf.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **October 23, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Claim(s) that are the subject of such Response.

**PLEASE TAKE FURTHER NOTICE** that, if the Bankruptcy Court does NOT disallow and expunge the Claims listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Claim(s) (or to any other Claim(s) Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

**PLEASE TAKE FURTHER NOTICE** that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court’s instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov).

**PLEASE TAKE FURTHER NOTICE** that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Claims(s).**

Dated: August 20, 2019  
New York, New York

/s/ Garrett A. Fail  
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*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Duplicate Claims**

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1	A&A (H.K.) Industrial Limited	7786	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80	A&A (H.K.) Industrial Limited	12330	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80
2	A&A (H.K.) Industrial Limited	7787	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37	A&A (H.K.) Industrial Limited	12277	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37
3	Arrow Fastener Co, LLC	4639	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15	Arrow Fastener Co, LLC	4976	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15
4	Auxo International Ltd	4508	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78	Auxo International Ltd	4569	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78
5	Baby Coca for Wears and Textiles Co.	153	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26	Baby Coca For Wears & Textiles Co.	1525	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26
6	Baby Coca For Wears and Textiles	99	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24	Baby Coca For Wears & Textiles Co.	1754	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24
7	Baby Coca For Wears & Textiles Co.	164	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64	BABY COCA FOR WEARS AND TEXTILES Co.	1263	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64
8	Baby Coca for Wears and Textiles Co.	152	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28	BABY COCA FOR WEARS AND TEXTILES Co.	2074	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28
9	Baby Coca For Wears And Textiles	1039	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82	BABY COCA FOR WEARS AND TEXTILES Co.	2096	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82
10	Baby Coca For Wears And Textiles	144	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44	Baby Coca for Wears and Textiles Co.	1999	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44
11	Baby Coca For Wears & Textiles	97	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25	BABY COCA FOR WEARS AND TEXTILES Co.	2088	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25
12	Chervon (HK), Ltd.	15507	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38	Chervon (HK), Ltd.	17199	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38
13	Chervon (HK), Ltd.	15510	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72	Chervon (HK), Ltd.	17285	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72
14	CRG Financial LLC as Transferee of Torin Inc.	1509	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38	CRG Financial LLC as Transferee of Torin Inc.	16953	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38
15	Eastern Prime Textile Limited	447	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18	Eastern Prime Textile Limited	1327	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18
16	Eastern Prime Textile Limited	535	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56	Eastern Prime Textile Limited	1228	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56
17	E-Land Apparel Ltd	557	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70	E-Land Apparel Ltd	2048	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70
18	E-Land Apparel Ltd	552	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10	E-Land Apparel Ltd	1765	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10
19	ESJAY INTERNATIONAL PRIVATE LIMITED	976	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85	ESJAY INTERNATIONAL PRIVATE LIMITED	2196	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85
20	ESJAY INTERNATIONAL PRIVATE LIMITED	977	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56	ESJAY INTERNATIONAL PRIVATE LIMITED	1411	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56
21	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	1051	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	2339	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90
22	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	3170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	4170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43
23	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1855	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1935	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16
24	FRIEND SMITH & CO INC	15780	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48	FRIEND SMITH & CO INC	17081	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48
25	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	1304	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	4541	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72
26	GTM USA Corporation	984	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48	GTM USA Corporation	2027	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
27	Gul Ahmed Textile Mills Limited	529	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92	Gul Ahmed Textile Mills Limited	1241	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92
28	HARRIS PAINTS	15127	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87	HARRIS PAINTS	17903	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87
29	HOLDSUN GROUP LIMITED	31	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
30	HOLDSUN GROUP LIMITED	37	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
31	Igoseating Limited	2825	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50	Igoseating Limited	4457	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50
32	INDUSTRIAS DE MOVEIS ROTTA LTDA	2124	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$108,315.07	\$0.00	\$216,630.14	INDUSTRIAS DE MOVEIS ROTTA LTDA	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$108,315.07	\$0.00	\$216,630.14
33	Innova Products Inc.	5609	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50	Innova Products Inc.	11538	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50
34	ISLAND SLIPPER FACTORY LTD.	8488	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15	ISLAND SLIPPER FACTORY LTD.	8544	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15
35	Kai Ning Leather Products Co., Ltd	3638	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42	Kai Ning Leather Products Co., Ltd	10854	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42
36	Kai Ning Leather Products Co., Ltd	3647	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18	Kai Ning Leather Products Co., Ltd	10939	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18
37	LDC Enterprise Inc. Ltd	1631	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32	LDC Enterprise Inc. Ltd	12819	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32
38	Lisa International	2446	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70	Lisa International	3893	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70
39	Max Chemical Inc	3798	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84	Max Chemical Inc	4956	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84
40	MBI Sport Inc	1010	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20	MBI Sport Inc	13238	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20
41	Nano Star Ventures Limited	602	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59	Nano Star Ventures Limited	2274	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59
42	Primacy Industries Limited	1192	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78	Primacy Industries Limited	2737	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78
43	Prince of Peace Enterprises Inc.	5864	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16	Prince of Peace Enterprises Inc.	5890	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16
44	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
45	Quality House Int	2028	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80									
46	ROBERT J. CLANCEY, LTD.	4430	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09	ROBERT J. CLANCEY, LTD.	11096	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09
47	Rosemary Assets Limited	727	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52	Rosemary Assets Limited	10092	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52
48	Rosemary Assets Limited	9745	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07	Rosemary Assets Limited	9966	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07
49	Rosemary Assets Limited	1098	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07									
50	Shanghai Fochier Intl Trade Co Ltd	4568	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43	Shanghai Fochier Intl Trade Co Ltd	17158	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43
51	Thiessen Communications, Inc.	740	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Thiessen Communications, Inc.	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01
52	Universal Hosiery Inc.	9317	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14	Universal Hosiery Inc.	9994	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14
53	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00

**Exhibit B**

**Claims Hearing Procedures**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	<b>Chapter 11</b>
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	<b>Case No. 18-23538 (RDD)</b>
	:	
Debtors. <sup>1</sup>	:	<b>(Jointly Administered)</b>
-----	X	

**COURT-ORDERED CLAIMS HEARING PROCEDURES**

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

**Claims Hearing Procedures**

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.
2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (a “**Claims Hearing**”)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.



to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.

4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
  - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
  - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.
8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: October 23, 2019 at 10:00 a.m. (Eastern Time)

Response Deadline: September 19, 2019 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP

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New York, New York 10153

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Ray C. Schrock, P.C.

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Garrett A. Fail

Sunny Singh

*Attorneys for Debtors*

*and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	<b>: Chapter 11</b>
	<b>:</b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>: Case No. 18-23538 (RDD)</b>
	<b>:</b>
<b>Debtors.<sup>1</sup></b>	<b>: (Jointly Administered)</b>
-----X	

**DEBTORS' THIRD OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(DUPLICATE CLAIMS)**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THIS OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN  
FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OMNIBUS  
OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON  
THE EXHIBIT ATTACHED TO THIS OMNIBUS OBJECTION.**

**IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE  
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.**

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

**Background**

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’*

*Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507), pursuant to which the Debtors sold substantially all their assets to Transform Holdco LLC.

5. On June 28, 2019, the Bankruptcy Court approved the Debtors' disclosure statement (ECF No. 4392) for the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4389).

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn on October 15, 2018 (the "**Riecker Declaration**") (ECF No. 3).<sup>2</sup>

### **Jurisdiction**

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order, substantially in the form annexed hereto as **Exhibit B** (the "**Proposed Order**"), disallowing and expunging the claims listed on **Exhibit A** annexed hereto, under the column heading "*Claims to Be Disallowed*" (the "**Duplicate Claims**").

9. The Debtors have examined the Duplicate Claims, all documentation provided with respect to each Duplicate Claim, and the Debtors' respective books and records, and have determined in

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Declaration.

each case the Duplicate Claims are duplicative of at least one corresponding claim identified under the heading “*Surviving Claims*” on **Exhibit A** (the “**Surviving Claims**”).

10. This Objection does not affect any of the Surviving Claims and does not constitute an admission or acknowledgement by the Debtors that any such claims should be allowed. The Debtors preserve their rights to later object on any basis to any Surviving Claim and to any Duplicate Claim as to which the Bankruptcy Court does not grant the relief requested herein.

**The Duplicate Claims Should Be Disallowed and Expunged**

11. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at \*9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at \*1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at \*3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at \*5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

12. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Further, Bankruptcy Rule 3007(d) permits the Debtors to file objections to more than one claim on the basis that, among other things, such claims “duplicate other claims.” Fed. R. Bankr. P. 3007(d)(1).

13. The Debtors cannot be required to pay on the same claim more than once. *See, e.g., In re Finley, Kumble, Wagner, Heine, Underberg, Manley, Myerson, & Casey*, 160 B.R. 882, 892 (Bankr. S.D.N.Y. 1993) (“In bankruptcy, multiple recoveries for an identical injury are generally disallowed.”).

This Bankruptcy Court routinely disallows and expunges duplicative claims filed against the same debtor. *See, e.g., In re Tops Holding II Corporation*, Case No. 18-22279 (RDD) (Bankr. S.D.N.Y. Mar. 11, 2019) (ECF No. 880) (disallowing and expunging duplicative claims); *In re Ezra Holdings Ltd.*, Case No. 17-22405 (RDD) (Bankr. S.D.N.Y. Sept. 10, 2018) (ECF No. 464) (same); *In re 21st Century Oncology Holdings, Inc.*, Case No. 17-22770 (RDD) (Bankr. S.D.N.Y. Apr. 27, 2018) (ECF No. 1078) (same); *In re The Great Atlantic & Pacific Tea Company, Inc.*, Case No. 15-23007 (RDD) (Bankr. S.D.N.Y. Sept. 1, 2016) (ECF No. 3161) (same); *In re MPM Silicones, LLC*, Case No. 14-22503 (RDD) (Bankr. S.D.N.Y. Jan. 21, 2015) (ECF No. 1354) (same); *In re RDA Holding Co.*, Case No. 13-22233 (RDD) (Bankr. S.D.N.Y. Sept. 18, 2013) (ECF No. 702) (same); *In re Hostess Brands, Inc.*, Case No. 12-22052 (RDD) (Bankr. S.D.N.Y. Dec. 5, 2012) (ECF No. 1886) (same); *In re Delphi Corporation*, Case No. 05-44481 (RDD) (Bankr. S.D.N.Y. June 29, 2007) (ECF No. 8442) (same).

14. The Debtors have determined that each Duplicate Claim is duplicative of the applicable Surviving Claim because the Duplicate Claim either (i) was filed by or on behalf of the same claimant against the same Debtor for a liability arising from identical bases, even though the proofs of claim are otherwise not exact duplicates, or (ii) asserts the same liability arising from identical bases against multiple Debtors that can only be properly asserted, if at all, against one Debtor, and in particular the Debtor listed in the Surviving Claim.

15. To avoid the possibility of multiple recoveries by the same creditor, the Debtors request that the Bankruptcy Court disallow and expunge in their entirety the Duplicate Claims. The Surviving Claims will remain on the Debtors' claims register, subject to pending and further objections.

16. Accordingly, the Debtors seek entry of the Proposed Order disallowing and expunging in their entirety the Duplicate Claims.

#### **Reservation of Rights**

17. The Debtors hereby reserve the right to object in the future to any of the Proofs of Claim subject to this Objection (including the Duplicate Claims and the Surviving Claims) on any ground,

and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted.  
A separate notice and hearing will be scheduled for any such objection.

**Notice**

18. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

19. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: August 20, 2019  
New York, New York

/s/ Garrett A. Fail  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Duplicate Claims**



Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1	A&A (H.K.) Industrial Limited	7786	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80	A&A (H.K.) Industrial Limited	12330	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80
2	A&A (H.K.) Industrial Limited	7787	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37	A&A (H.K.) Industrial Limited	12277	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37
3	Arrow Fastener Co, LLC	4639	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15	Arrow Fastener Co, LLC	4976	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15
4	Auxo International Ltd	4508	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78	Auxo International Ltd	4569	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78
5	Baby Coca for Wears and Textiles Co.	153	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26	Baby Coca For Wears & Textiles Co.	1525	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26
6	Baby Coca For Wears and Textiles	99	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24	Baby Coca For Wears & Textiles Co.	1754	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24
7	Baby Coca For Wears & Textiles Co.	164	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64	BABY COCA FOR WEARS AND TEXTILES Co.	1263	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64
8	Baby Coca for Wears and Textiles Co.	152	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28	BABY COCA FOR WEARS AND TEXTILES Co.	2074	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28
9	Baby Coca For Wears And Textiles	1039	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82	BABY COCA FOR WEARS AND TEXTILES Co.	2096	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82
10	Baby Coca For Wears And Textiles	144	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44	Baby Coca for Wears and Textiles Co.	1999	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44
11	Baby Coca For Wears & Textiles	97	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25	BABY COCA FOR WEARS AND TEXTILES Co.	2088	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25
12	Chervon (HK), Ltd.	15507	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38	Chervon (HK), Ltd.	17199	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38
13	Chervon (HK), Ltd.	15510	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72	Chervon (HK), Ltd.	17285	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72
14	CRG Financial LLC as Transferee of Torin Inc.	1509	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38	CRG Financial LLC as Transferee of Torin Inc.	16953	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38
15	Eastern Prime Textile Limited	447	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18	Eastern Prime Textile Limited	1327	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18
16	Eastern Prime Textile Limited	535	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56	Eastern Prime Textile Limited	1228	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56
17	E-Land Apparel Ltd	557	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70	E-Land Apparel Ltd	2048	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70
18	E-Land Apparel Ltd	552	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10	E-Land Apparel Ltd	1765	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10
19	ESJAY INTERNATIONAL PRIVATE LIMITED	976	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85	ESJAY INTERNATIONAL PRIVATE LIMITED	2196	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85
20	ESJAY INTERNATIONAL PRIVATE LIMITED	977	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56	ESJAY INTERNATIONAL PRIVATE LIMITED	1411	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56
21	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	1051	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	2339	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90
22	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	3170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	4170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43
23	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1855	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1935	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16
24	FRIEND SMITH & CO INC	15780	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48	FRIEND SMITH & CO INC	17081	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48
25	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	1304	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	4541	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72
26	GTM USA Corporation	984	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48	GTM USA Corporation	2027	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
27	Gul Ahmed Textile Mills Limited	529	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92	Gul Ahmed Textile Mills Limited	1241	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92
28	HARRIS PAINTS	15127	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87	HARRIS PAINTS	17903	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87
29	HOLDSUN GROUP LIMITED	31	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
30	HOLDSUN GROUP LIMITED	37	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
31	Igoseating Limited	2825	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50	Igoseating Limited	4457	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50
32	INDUSTRIAS DE MOVEIS ROTA LTDA	2124	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$108,315.07	\$0.00	\$216,630.14	INDUSTRIAS DE MOVEIS ROTA LTDA	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$108,315.07	\$0.00	\$216,630.14
33	Innova Products Inc.	5609	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50	Innova Products Inc.	11538	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50
34	ISLAND SLIPPER FACTORY LTD.	8488	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15	ISLAND SLIPPER FACTORY LTD.	8544	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15
35	Kai Ning Leather Products Co., Ltd	3638	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42	Kai Ning Leather Products Co., Ltd	10854	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42
36	Kai Ning Leather Products Co., Ltd	3647	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18	Kai Ning Leather Products Co., Ltd	10939	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18
37	LDC Enterprise Inc. Ltd	1631	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32	LDC Enterprise Inc. Ltd	12819	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32
38	Lisa International	2446	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70	Lisa International	3893	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70
39	Max Chemical Inc	3798	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84	Max Chemical Inc	4956	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84
40	MBI Sport Inc	1010	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20	MBI Sport Inc	13238	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20
41	Nano Star Ventures Limited	602	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59	Nano Star Ventures Limited	2274	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59
42	Primacy Industries Limited	1192	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78	Primacy Industries Limited	2737	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78
43	Prince of Peace Enterprises Inc.	5864	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16	Prince of Peace Enterprises Inc.	5890	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16
44	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
45	Quality House Int	2028	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80									
46	ROBERT J. CLANCEY, LTD.	4430	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09	ROBERT J. CLANCEY, LTD.	11096	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09
47	Rosemary Assets Limited	727	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52	Rosemary Assets Limited	10092	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52
48	Rosemary Assets Limited	9745	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07	Rosemary Assets Limited	9966	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07
49	Rosemary Assets Limited	1098	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07									
50	Shanghai Fochier Intl Trade Co Ltd	4568	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43	Shanghai Fochier Intl Trade Co Ltd	17158	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43
51	Thiessen Communications, Inc.	740	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Thiessen Communications, Inc.	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01
52	Universal Hosiery Inc.	9317	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14	Universal Hosiery Inc.	9994	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14
53	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00

**Exhibit B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
-----X

**ORDER GRANTING DEBTORS' THIRD OMNIBUS OBJECTION  
TO PROOFS OF CLAIM (DUPLICATE CLAIMS)**

Upon the *Debtors' Third Omnibus Objection to Proofs of Claim (Duplicate Claims)*, filed August 20, 2019 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) disallowing and expunging the Duplicate Claims, and (ii) granting related relief, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on October 23, 2019 (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each claim listed on **Exhibit 1** annexed hereto, under the heading “*Claims to be Disallowed*” (the “**Duplicate Claims**”), is disallowed and expunged in its entirety and each such Duplicate Claim shall be deleted from the Debtors’ claims register.
3. The disallowance and expungement of the Duplicate Claims does not constitute any admission or finding concerning any of the claims listed on **Exhibit 1** annexed hereto, under the heading “*Surviving Claims*” (the “**Surviving Claims**”), and the Surviving Claims are neither allowed nor disallowed by this Order.
4. The rights of the Debtors to object to the Surviving Claims, in whole or in part, and on any basis, are specifically preserved.

5. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to, any Duplicate Claim referenced or identified in the Objection that is not listed on **Exhibit 1**.

6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2019  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Duplicate Claims**

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1	A&A (H.K.) Industrial Limited	7786	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80	A&A (H.K.) Industrial Limited	12330	Sears, Roebuck and Co.	\$284,571.90	\$0.00	\$0.00	\$0.00	\$198,341.90	\$482,913.80
2	A&A (H.K.) Industrial Limited	7787	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37	A&A (H.K.) Industrial Limited	12277	Kmart Corporation	\$258,263.40	\$0.00	\$0.00	\$0.00	\$392,749.97	\$651,013.37
3	Arrow Fastener Co, LLC	4639	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15	Arrow Fastener Co, LLC	4976	Sears Holdings Corporation	\$66,234.15	\$0.00	\$0.00	\$0.00	\$0.00	\$66,234.15
4	Auxo International Ltd	4508	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78	Auxo International Ltd	4569	Kmart Corporation	\$334,150.50	\$0.00	\$0.00	\$0.00	\$480,251.28	\$814,401.78
5	Baby Coca for Wears and Textiles Co.	153	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26	Baby Coca For Wears & Textiles Co.	1525	Kmart Corporation	\$74,968.26	\$0.00	\$0.00	\$0.00	\$0.00	\$74,968.26
6	Baby Coca For Wears and Textiles	99	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24	Baby Coca For Wears & Textiles Co.	1754	Sears, Roebuck and Co.	\$137,756.24	\$0.00	\$0.00	\$0.00	\$0.00	\$137,756.24
7	Baby Coca For Wears & Textiles Co.	164	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64	BABY COCA FOR WEARS AND TEXTILES Co.	1263	Sears, Roebuck and Co.	\$24,986.64	\$0.00	\$0.00	\$0.00	\$0.00	\$24,986.64
8	Baby Coca for Wears and Textiles Co.	152	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28	BABY COCA FOR WEARS AND TEXTILES Co.	2074	Kmart Corporation	\$55,594.28	\$0.00	\$0.00	\$0.00	\$0.00	\$55,594.28
9	Baby Coca For Wears And Textiles	1039	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82	BABY COCA FOR WEARS AND TEXTILES Co.	2096	Sears, Roebuck and Co.	\$93,984.82	\$0.00	\$0.00	\$0.00	\$0.00	\$93,984.82
10	Baby Coca For Wears And Textiles	144	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44	Baby Coca for Wears and Textiles Co.	1999	Sears, Roebuck and Co.	\$116,651.44	\$0.00	\$0.00	\$0.00	\$0.00	\$116,651.44
11	Baby Coca For Wears & Textiles	97	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25	BABY COCA FOR WEARS AND TEXTILES Co.	2088	Kmart Corporation	\$266,050.25	\$0.00	\$0.00	\$0.00	\$0.00	\$266,050.25
12	Chervon (HK), Ltd.	15507	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38	Chervon (HK), Ltd.	17199	Kmart Corporation	\$184,137.36	\$0.00	\$0.00	\$0.00	\$128,018.02	\$312,155.38
13	Chervon (HK), Ltd.	15510	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72	Chervon (HK), Ltd.	17285	Sears, Roebuck and Co.	\$776,477.30	\$0.00	\$0.00	\$0.00	\$876,426.42	\$1,652,903.72
14	CRG Financial LLC as Transferee of Torin Inc.	1509	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38	CRG Financial LLC as Transferee of Torin Inc.	16953	Sears, Roebuck and Co.	\$109,401.38	\$0.00	\$0.00	\$0.00	\$0.00	\$109,401.38
15	Eastern Prime Textile Limited	447	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18	Eastern Prime Textile Limited	1327	Kmart Corporation	\$690,241.21	\$0.00	\$0.00	\$0.00	\$2,978,745.97	\$3,668,987.18
16	Eastern Prime Textile Limited	535	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56	Eastern Prime Textile Limited	1228	Sears, Roebuck and Co.	\$1,290,466.68	\$0.00	\$0.00	\$0.00	\$2,556,198.88	\$3,846,665.56
17	E-Land Apparel Ltd	557	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70	E-Land Apparel Ltd	2048	Kmart Corporation	\$69,690.70	\$0.00	\$0.00	\$0.00	\$0.00	\$69,690.70
18	E-Land Apparel Ltd	552	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10	E-Land Apparel Ltd	1765	Sears, Roebuck and Co.	\$162,269.10	\$0.00	\$0.00	\$0.00	\$0.00	\$162,269.10
19	ESJAY INTERNATIONAL PRIVATE LIMITED	976	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85	ESJAY INTERNATIONAL PRIVATE LIMITED	2196	Kmart Corporation	\$71,171.85	\$0.00	\$0.00	\$0.00	\$0.00	\$71,171.85
20	ESJAY INTERNATIONAL PRIVATE LIMITED	977	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56	ESJAY INTERNATIONAL PRIVATE LIMITED	1411	Sears, Roebuck and Co.	\$168,535.56	\$0.00	\$0.00	\$0.00	\$0.00	\$168,535.56
21	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	1051	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	2339	Sears Holdings Corporation	\$120,265.90	\$0.00	\$0.00	\$0.00	\$0.00	\$120,265.90
22	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	3170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43	Fair Harbor Capital, LLC as Transferee of Cheng Yen Enterprises Co., Ltd	4170	Sears Holdings Corporation	\$233,298.43	\$0.00	\$0.00	\$0.00	\$0.00	\$233,298.43
23	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1855	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16	Fair Harbor Capital, LLC as Transferee of Everest Group USA	1935	Sears Holdings Corporation	\$31,943.16	\$0.00	\$0.00	\$0.00	\$0.00	\$31,943.16
24	FRIEND SMITH & CO INC	15780	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48	FRIEND SMITH & CO INC	17081	Sears Holdings Corporation	\$50,199.29	\$0.00	\$0.00	\$0.00	\$93,717.19	\$143,916.48
25	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	1304	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	4541	Sears Holdings Corporation	\$1,280,065.72	\$0.00	\$0.00	\$0.00	\$0.00	\$1,280,065.72
26	GTM USA Corporation	984	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48	GTM USA Corporation	2027	Sears, Roebuck and Co.	\$163,658.48	\$0.00	\$0.00	\$0.00	\$0.00	\$163,658.48



Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
27	Gul Ahmed Textile Mills Limited	529	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92	Gul Ahmed Textile Mills Limited	1241	Sears, Roebuck and Co.	\$33,424.92	\$0.00	\$0.00	\$0.00	\$0.00	\$33,424.92
28	HARRIS PAINTS	15127	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87	HARRIS PAINTS	17903	Kmart Corporation	\$23,388.22	\$0.00	\$0.00	\$0.00	\$106,361.65	\$129,749.87
29	HOLDSUN GROUP LIMITED	31	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
30	HOLDSUN GROUP LIMITED	37	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42	HOLDSUN GROUP LIMITED	1205	Kmart Corporation	\$62,135.76	\$0.00	\$0.00	\$0.00	\$185,229.66	\$247,365.42
31	Igoseating Limited	2825	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50	Igoseating Limited	4457	Kmart Corporation	\$39,292.50	\$0.00	\$0.00	\$0.00	\$0.00	\$39,292.50
32	INDUSTRIAS DE MOVEIS ROTA LTDA	2124	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$108,315.07	\$0.00	\$216,630.14	INDUSTRIAS DE MOVEIS ROTA LTDA	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$0.00	\$0.00	\$108,315.07	\$0.00	\$216,630.14
33	Innova Products Inc.	5609	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50	Innova Products Inc.	11538	Sears Holdings Corporation	\$6,422.00	\$0.00	\$0.00	\$0.00	\$39,438.50	\$45,860.50
34	ISLAND SLIPPER FACTORY LTD.	8488	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15	ISLAND SLIPPER FACTORY LTD.	8544	Sears, Roebuck and Co.	\$2,040.15	\$0.00	\$0.00	\$0.00	\$0.00	\$2,040.15
35	Kai Ning Leather Products Co., Ltd	3638	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42	Kai Ning Leather Products Co., Ltd	10854	Sears, Roebuck and Co.	\$216,009.90	\$0.00	\$0.00	\$0.00	\$51,077.52	\$267,087.42
36	Kai Ning Leather Products Co., Ltd	3647	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18	Kai Ning Leather Products Co., Ltd	10939	Kmart Corporation	\$335,722.02	\$0.00	\$0.00	\$0.00	\$96,836.16	\$432,558.18
37	LDC Enterprise Inc. Ltd	1631	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32	LDC Enterprise Inc. Ltd	12819	Sears Holdings Corporation	\$51,610.32	\$0.00	\$0.00	\$0.00	\$0.00	\$51,610.32
38	Lisa International	2446	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70	Lisa International	3893	Sears Holdings Corporation	\$388,503.60	\$0.00	\$0.00	\$0.00	\$166,674.10	\$555,177.70
39	Max Chemical Inc	3798	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84	Max Chemical Inc	4956	Sears, Roebuck de Puerto Rico, Inc.	\$4,633.50	\$0.00	\$0.00	\$0.00	\$236,730.34	\$241,363.84
40	MBI Sport Inc	1010	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20	MBI Sport Inc	13238	Sears Holdings Corporation	\$248,858.20	\$0.00	\$0.00	\$0.00	\$0.00	\$248,858.20
41	Nano Star Ventures Limited	602	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59	Nano Star Ventures Limited	2274	Kmart Corporation	\$18,918.00	\$0.00	\$0.00	\$0.00	\$235,963.59	\$254,881.59
42	Primacy Industries Limited	1192	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78	Primacy Industries Limited	2737	Sears Holdings Corporation	\$36,564.78	\$0.00	\$0.00	\$0.00	\$0.00	\$36,564.78
43	Prince of Peace Enterprises Inc.	5864	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16	Prince of Peace Enterprises Inc.	5890	Sears Holdings Corporation	\$3,362.16	\$0.00	\$0.00	\$0.00	\$13,872.00	\$17,234.16
44	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
45	Quality House Int	2028	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80									
46	ROBERT J. CLANCEY, LTD.	4430	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09	ROBERT J. CLANCEY, LTD.	11096	Sears Holdings Corporation	\$39,235.23	\$0.00	\$0.00	\$0.00	\$86,946.86	\$126,182.09
47	Rosemary Assets Limited	727	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52	Rosemary Assets Limited	10092	Sears Holdings Corporation	\$391,903.52	\$0.00	\$0.00	\$0.00	\$0.00	\$391,903.52
48	Rosemary Assets Limited	9745	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07	Rosemary Assets Limited	9966	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07
49	Rosemary Assets Limited	1098	Sears Holdings Corporation	\$562,837.07	\$0.00	\$0.00	\$0.00	\$0.00	\$562,837.07									
50	Shanghai Fochier Intl Trade Co Ltd	4568	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43	Shanghai Fochier Intl Trade Co Ltd	17158	Sears, Roebuck and Co.	\$327,870.18	\$0.00	\$0.00	\$0.00	\$130,036.25	\$457,906.43
51	Thiessen Communications, Inc.	740	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Thiessen Communications, Inc.	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01
52	Universal Hosiery Inc.	9317	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14	Universal Hosiery Inc.	9994	Sears Holdings Corporation	\$10,197.40	\$0.00	\$0.00	\$0.00	\$215,647.74	\$225,845.14
53	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00